

FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1 – NAME AND ADDRESS OF COMPANY

Libero Copper & Gold Corporation (“**Libero**” or the “**Company**”)
595 Burrard Street, Suite 3123
Vancouver, BC V7X 1J1

ITEM 2 – DATE OF MATERIAL CHANGE

January 22, 2025

ITEM 3 – NEWS RELEASE

A news release announcing the material changes was disseminated by Cision on January 22, 2025, and a copy has been filed under the Company’s profile on SEDAR+.

ITEM 4 – SUMMARY OF MATERIAL CHANGE

On January 22, 2025, the Company announced that it established an “at-the-market” equity distribution program (the “**ATM Program**”). The ATM Program allows Libero to issue and sell, at its discretion, common shares in the capital of Libero (“**Common Shares**”) that would have the aggregate sales amount of up to \$5,000,000, to the public from time to time through Research Capital Corporation (the “**Agent**”), acting as agent.

ITEM 5 – FULL DESCRIPTION OF MATERIAL CHANGE

On January 22, 2025, Libero announced that it established an ATM Program. The ATM Program allows Libero to issue and sell, at its discretion, Common Shares that would have the aggregate sales amount of up to \$5,000,000, to the public from time to time through Research Capital Corporation, acting as agent. All Common Shares sold under the ATM Program will be sold at the prevailing market price at the time of the sale, directly through the TSX Venture Exchange or any other recognized marketplace upon which the Common Shares are listed, quoted or otherwise traded in Canada. Libero currently intends to use the net proceeds from the ATM Program to the extent raised, for exploration of the Mocoa copper-molybdenum project and for general corporate purposes.

Distribution of Common Shares under the ATM Program will be made pursuant to the terms of an equity distribution agreement (the “**Equity Distribution Agreement**”) dated January 22, 2025, entered into between Libero and the Agent. Pursuant to the Equity Distribution Agreement, the

Agent will receive a 2.0% commission on the gross proceeds from each sale of Common Shares under the ATM Program.

The ATM Program will be effective until the earlier of: (i) the issuance and sale of all of the Common Shares issuable pursuant to the ATM Program; and (ii) December 29, 2026, unless terminated prior to such date by Libero or the Agent. As Common Shares sold in the ATM Program will be issued and sold at the prevailing market price at the time of the sale, prices may vary among purchasers during the period of distribution.

The offering under the ATM Program is qualified by a prospectus supplement dated January 22, 2025 (the “**Prospectus Supplement**”) to Libero’s final short form base shelf prospectus filed in all of the provinces and territories of Canada, dated November 29, 2024 (the “**Base Shelf Prospectus**”). Copies of the Equity Distribution Agreement, the Prospectus Supplement and the Base Shelf Prospectus may be obtained on request, without charge, from the Corporate Secretary of Libero Copper & Gold Corporation at 3123 595 Burrard Street, PO Box 49139 Vancouver, British Columbia, Canada, V7X 1J1 (Telephone (604)-609-6103) and are available on the Company’s profile on SEDAR+ at www.sedarplus.ca.

This material change report does not constitute an offer to sell or the solicitation of an offer to buy securities, nor shall there be any sale of securities in the United States, or in any other jurisdiction in which such offer, solicitation or sale would be unlawful. The securities described in this material change report have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”), or under any U.S. state securities laws, and may not be offered, sold, directly or indirectly, or delivered within the “United States” or to, or for the account or benefit of, persons in the “United States” or “U.S. persons” (as such terms are defined in Regulation S under the U.S. Securities Act) except in certain transactions exempt from the registration requirements of the U.S. Securities Act and all applicable U.S. state securities laws.

Forward-looking statements

This material change report contains “forward-looking information” within the meaning of applicable Canadian securities legislation. “Forward-looking information” includes, but is not limited to, statements with respect to the activities, events or developments that the Company expects or anticipates will or may occur in the future, including expectations regarding the sale of Common Shares under the ATM Program, the proceeds from the ATM Program and the Company’s use of the proceeds from the ATM Program.

Generally, but not always, forward-looking information and statements can be identified by the use of words such as “plans”, “expects”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “believes” or the negative connotation thereof or variations of such words and phrases or state that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “occur” or “be achieved” or the negative connotation thereof.

Such forward-looking information and statements are based on numerous assumptions, including among others, that the Company will receive the necessary regulatory approvals for the ATM Program and that the Company will be able to use the proceeds from the ATM Program as anticipated.

Although the assumptions made by the Company in providing forward-looking information or making forward-looking statements are considered reasonable by management at the time, there can be no assurance that such assumptions will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from the Company's plans or expectations include, without limitation, the risk that the Company is not able to use the proceeds from the ATM Program as anticipated by management and the risk that the Company does not receive the requisite regulatory approvals for the ATM Program.

Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in the forward-looking information or implied by forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking information and statements will prove to be accurate, as actual results and future events could differ materially from those anticipated, estimated or intended. Accordingly, readers should not place undue reliance on forward-looking statements or information.

ITEM 6 – RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

None.

ITEM 7 – OMITTED INFORMATION

Not applicable.

ITEM 8 – EXECUTIVE OFFICER

The following executive officer of the Company is knowledgeable about the material change and this Report:

Ian Harris, CEO
Telephone: 1-604-294-9039
info@liberocopper.com

ITEM 9 – DATE OF REPORT

This Material Change Report is dated as of January 22, 2025